



GELEX GROUP

SOCIALIST REPUBLIC OF VIETNAM

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**ELECTION REGULATIONS
ON ADDITIONAL MEMBERS TO THE BOARD OF DIRECTORS
FOR THE TERM 2021-2026**

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 approved by the XIV National Assembly of the Socialist Republic of Vietnam at its 9th session on 17 June 2020, effective from 01 January, 2021;*
- *The Law No. 03/2022/QH15 amending and supplementing several articles of the Law on Public Investment, the Law on Investment in the form of Public-Private Partnerships, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Excise Tax and the Law on Enforcement of Civil Judgments approved by the XV National Assembly of the Socialist Republic of Vietnam at its first extraordinary session on January 11, 2022, effective from March 1, 2022;*
- *The Law on Securities No. 54/2019/QH14 approved by the XIV National Assembly of the Socialist Republic of Vietnam at its 8th session on November 26, 2019, effective from January 1, 2021, amended and supplemented by Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024;*
- *Charter of GELEX Group Joint Stock Company ("GELEX 's Charter").*

The election of additional members of the Board of Directors ("BOD") for the term 2021-2026 at the 2025 Annual General Meeting of Shareholders ("General Meeting"/"GMS ") of GELEX Group Joint Stock Company is conducted in accordance with the following regulations:

Article 1. Subjects of regulation and scope of application

This Regulation shall apply to the election of additional members of the Board of Directors of GELEX Group Joint Stock Company ("GELEX") for the term 2021-2026.

This Regulation shall apply to all shareholders listed in the shareholder list as of the last registration date of February 25, 2025 or valid proxies (collectively referred to as the "Delegates").

Article 2. General

1. The terms used but not defined in this Regulation shall have the meanings as specified in the Working Regulations at the 2025 Annual General Meeting of Shareholders.

2. The election of members of the BOD shall be entrusted to the Vote Counting Committee by the GMS. The Vote Counting Committee consists of 03 members, who are approved by the GMS. Members of the Vote Counting Committee shall not be listed in the list of candidates.
3. **The organization of the election shall include the following tasks:**
 - (i) Checking and announcing the list of candidates for the BOD;
 - (ii) Conducting the election process and recording the vote counting results from the the Electronic Voting System software;
 - (iii) Preparing the Vote-counting minutes and announcing the vote-counting results before the GMS.
 - (iv) Together with the Chairman of the meeting, reviewing and resolving complaints or accusations regarding the candidates, the election results (if any), and reporting to the GMS for decisions.
4. **Principles of the election of the BOD**
 - (i) Ensuring compliance with the provisions of the law, the GELEX's Charter, and ensuring democracy and fairness;
 - (ii) The voting process for the election shall be conducted in the form of electronic voting, using the cumulative voting method;
 - (iii) The number of additional members of the BOD shall be elected: 01 member (in case the GMS approves the dismissal of 01 member of the Board of Directors for the term 2021-2026 due to a letter of resignation);
 - (iv) Term: The remaining time of the term 2021-2026;
 - (v) The election of members of the Board of Directors shall be conducted based on the List of valid candidates submitted to the GMS.
5. **Qualifications of the candidates for the Board of Directors**

Members of the Board of Directors shall meet the qualifications specified in Article 155 of the Law on Enterprises 2020, Article 275 of Decree 155/2020/ND-CP dated 31/12/2020, and Clause 5, Article 26 of the GELEX's Charter.
6. **Candidacy and nomination of members of the Board of Directors**

The candidacy and nomination of members of the Board of Directors shall comply with the provisions of Article 25 of the GELEX 's Charter.

The nomination/application dossier for the BOD and the principles for preparing the dossier are specified in the Notice of election of additional members of the Board of Directors for the term 2021-2026 of GELEX No. 13/2025/GELEX/TB-HĐQT dated 05/03/2025.

Only those nomination or application dossiers that meet the required conditions and candidates who fulfill the corresponding qualifications for being a member of the BOD shall be included in the list to be announced at the GMS.

7. List of BOD candidates

The list of BOD candidates shall be compiled based on the nomination of shareholders or self-nomination of individual shareholders who fully meet the conditions prescribed by law and the provisions of GELEX's Charter. The current BOD of GELEX is responsible for receiving the nomination and application dossier and list of candidates, disclosing the information of candidates to shareholders, and verifying the list before proceeding with the election to ensure compliance with the law and GELEX's Charter.

In the event that the total number of candidates for the BOD through nominations and self-nomination is still insufficient for the necessary number, the current BOD may nominate/recommend additional candidates, provided that the nominated/recommended candidates shall meet the standards and qualifications of the members of the BOD as stipulated by law, GELEX's Charter, and GELEX's Internal regulations on corporate governance. The nomination/introduction of additional candidates for BOD by the current Board of Directors shall be clearly announced before the GMS votes to elect members of BOD in accordance with the law.

8. BOD Election Voting Sheet

- BOD Election Voting Sheet (hereinafter collectively referred to as "**Election Voting Sheet**") has been pre-configured on the Electronic Voting System. Some of the terms used in the Election Voting Sheet are understood and explained as follows:
 - + "**The total number of representative voting sheets**": is understood as the number of votes with voting rights, including the number of votes owned by the Delegate and/or those received by proxy from one or more other Delegates;
 - + "**Total number of votes for the election of members of the BOD**: is understood as the total number of representative voting sheets multiplied (x) by the number of members of the Board of Directors to be elected as prescribed in Clause 4, Article 2 of this Regulation.
- The Delegates are responsible for preparing suitable online meeting devices that can connect to the Internet in order to ensure they can follow the proceedings of

the General Meeting and participate in electronic voting, including but not limited to: personal computers, laptops, tablets, and smartphones connected to the Internet.

9. The method for filling out the Election Voting Sheet

- Each Election Voting Sheet allows voting for a maximum number of candidates corresponding to the number of members of the BOD to be elected specified in Clause 4, Article 2 of this Regulation (01 person).
- Delegates shall cast their votes according to the following guidance:
 - a. Scenario 1: If the delegate votes for one (01) candidate

The Delegate shall tick the square in the column "Cumulative voting" for the selected candidates or enter the number of votes in the "Number of votes" section but not exceed the maximum number of votes allowed for delegates.

- b. Scenario 2: If the delegate does not vote for any candidate

The Delegate shall leave the section blank, **DO NOT CLICK CHECK, OR DO NOT ENTER** any symbol in both the "Cumulative Voting" and "Number of votes" columns for all candidates. In this case, the Delegate's vote shall be considered as an invalid vote.

Note: In case the Delegate ticks the square in the column "Votes accumulated" and enters the number of votes in the "Number of votes" section, the result will be based on the number of votes entered in the box "Number of votes".

10. Voting Procedures

From 9:00 a.m. on Monday, March 10, 2025, the Electronic Voting System will be opened. Voting for election is commenced from the opening of Electronic Voting System until the Meeting Chairperson announces the end of voting. Delegates exercising their right from the opening of Electronic Voting System shall be counted to the total number of delegates attending the 2025 Annual General Meeting of Shareholders.

Once the voting period for election ends, the Electronic Voting System will not record any additional electronic vote from the Delegates.

After completing the Election Voting Sheet as outlined in Clause 9 of this Article, Delegates must click "**VOTE**" to save and submit their election results to the Electronic Voting System. At the end of the election voting period, if a Delegate has not clicked "**VOTE**" on the Electronic Voting System, their vote for this matter will be considered as an unsubmitted vote. Delegates retain the right to modify their vote (either before or after clicking "**VOTE**") until the end of the election voting period. The election results will be recorded as the final vote stored in the Electronic Voting System at the end of the voting period, as prescribed.

11. Invalid Election Voting Sheet

- a. The following Voting Sheet are considered invalid by the Electronic Voting System:
- + The number of candidates elected by delegates exceeds the number of members of the Board of Directors to be elected is specified in Clause 4, Article 2 of this Regulations.
 - + The vote with the total number of votes for the candidate(s) exceeds the "Total number of votes for members of the Board of Directors" recorded on the Voting Sheet.
- b. For an invalid Voting Sheets, the Electronic Voting System will issue a warning to Delegates attending the 2025 Annual General Meeting of Shareholders. Delegates are responsible for correcting the Voting Sheet to ensure its validity. The system will not record invalid Voting Sheets, and Delegates will be considered as not participating in the vote through the Electronic Voting System. The Vote Counting Committee shall record the voting results in an honest, accurate, and complete manner and will be held accountable to the Meeting Chairperson and the entire 2025 Annual General Meeting of Shareholders. The vote counting must be conducted immediately after the voting period concludes.

- 12.** The Vote Counting Committee is responsible for making the minutes of the vote counting and announcing the results of the vote counting at the General Meeting of Shareholders.

13. The method of determining elected candidates

The elected member of the Board of Directors shall be determined according to the number of votes, ranked from highest to lowest, starting from the candidate with the highest number of votes until reach the number of members to be elected according to Clause 4, Article 2 of this Regulation (01 person).

In the event there are two (02) or more candidates with the same number of votes, a re-election will be conducted among the candidates with equal votes.

- 14.** In the event of fraudulent conduct, violations of the law, or violations of the GELEX's Charter related to this election, all shareholders have the right to raise question. The Chairman of the Meeting, the Vote Counting Committee are responsible for explaining and clarifying any issues, inquiries by shareholders and must be responsible to the General Meeting of Shareholders.

Article 3. Effectiveness

- 1.** This Election Regulations shall be read out to the General Meeting of Shareholders and shall be voted by the General Meeting of Shareholders before implementation.
- 2.** If approved by the General Meeting of Shareholders with the required majority as stipulated in the GELEX Charter, this regulation shall take effect immediately.

The above is the full content of the Election Regulations of additional members to the Board of Directors for the term 2021-2026 of GELEX Group Joint Stock Company.

Respectfully submit to the Annual General Meeting of Shareholders for consideration and approval.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

(signed)

Nguyen Trong Hien